

**Exhibit 4**

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WYNN RESORTS, LIMITED  
CODE OF BUSINESS CONDUCT AND ETHICS  
(Amended as of August 3, 2018)

Dear Colleague:

I am proud to present to you Wynn Resorts' Code of Business Conduct and Ethics. As reflected in this Code, we are committed to the Wynn Resorts workplace community being defined by honesty, integrity, and excellence. To earn and sustain the respect of our guests, colleagues, regulators, and the investment community, we must exemplify a true commitment to compliance in all that we do. That means complying with applicable laws and regulations, as well as with the highest standards of integrity and ethical business conduct. Together we are responsible for safeguarding the reputation and continued success of Wynn Resorts.

What follows is the Code of Business Conduct and Ethics of Wynn Resorts, Limited, as approved by our Board of Directors. All employees, officers, directors, and agents of Wynn Resorts and its affiliates must comply with the Code. Please read the Code carefully and make sure that you understand its contents, the consequences of non-compliance, and the Code's importance to the success of the Company.

The Code cannot and is not intended to cover every applicable law or regulation, or provide answers to all questions that might arise. Rather, it provides us with guiding principles so that we can make the best choices for the Company and our colleagues. If you have questions regarding the Code, or want to discuss any ethics or compliance-related matter, please speak to your supervisor or the Compliance Officer, or contact the InTouch Hotline.

Thank you for joining me in ensuring that Wynn Resorts is the best that it can be.

Best regards,

Matt Maddox  
Chief Executive Officer

## 1. PUTTING THE CODE OF BUSINESS CONDUCT AND ETHICS TO WORK

### 1.1 *About the Code*

Our business depends on the reputation of all of us for integrity and principled business conduct. The purpose of this Code of Business Conduct and Ethics (the "Code") is to reinforce the commitment of all Wynn entities to an ethical way of doing business. The Code applies to all employees, officers, directors, agents, and representatives of the Company and its affiliates ("Team Member" or "you"). This Code also applies to certain independent contractors and consultants who work at the Company's facilities or on the Company's behalf, in which case those persons will be notified and provided a copy of this Code.

This Code provides the basis for the Company to continue a tradition of high ethical business standards, but it does not describe all applicable laws or policies. The Company has additional policies and procedures that supplement this Code, which are available on the Company's Intranet on **the Wire**. You are responsible for familiarizing yourself with these policies. Any employee who violates or fails to meet the standards of this Code or its supplemental policies, or retaliates against another employee for raising questions regarding potential violations of the Code or its supplemental policies, may be subject to disciplinary action, up to and including termination of employment.

The Code is a statement of policies for the individual and business conduct of each Team Member and does not, in any way, constitute an employment contract or an assurance of continued employment or engagement.

### 1.2 *Meeting Our Shared Obligations*

Each of us is responsible for knowing, understanding, and complying with the guidelines contained in this Code and the Company's policies. This Code will be updated periodically to stay current with changing legal and regulatory requirements. It is your responsibility to periodically review this document to ensure you understand its content. If you have questions, ask them; if you have ethical concerns, raise them. The Compliance Officer is responsible for overseeing and monitoring compliance with this Code. The Compliance Officer and the other resources identified in this Code are available to answer your questions and provide guidance and for you to report suspected misconduct. Our conduct should reflect the Company's values, demonstrate ethical leadership, and promote a work environment that upholds the Company's reputation for integrity, ethical conduct and trust.

### **1.3 Seeking Guidance**

This Code cannot provide answers to all questions. If you have questions regarding any of the policies discussed in this Code or if you are in doubt about the best course of action in a particular situation, you should seek guidance from your supervisor, the Compliance Officer or the Legal Department.

Wynn Las Vegas

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Wynn Macau

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Encore Boston Harbor

**Jacqui Krum**  
Legal Department  
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Wynn Resorts

**Ellen Whittemore**  
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**[Ellen.Whittemore@wynnresorts.com](mailto:Ellen.Whittemore@wynnresorts.com)**

### **1.4 Reporting Violations**

If you know of or suspect a violation of applicable laws, rules or regulations, the Code, or the Company's related policies, you must immediately report that information to your supervisor, the Compliance Officer, the Employee Relations Department, the Vice President of Human Resources, the General Counsel, your particular regional divisional vice president, or the InTouch Hotline. You may make a report confidentially and anonymously through the InTouch Hotline, and all reports of potential misconduct will be treated confidentially to the extent

possible. No one will be subject to retaliation or adverse employment action because of a good faith report of suspected misconduct or for assisting in any investigation of suspected misconduct.

Compliance Officer

**Jay Schall**

Compliance Officer  
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**702.770.2111**  
**[Jay.Schall@wynnresorts.com](mailto:Jay.Schall@wynnresorts.com)**

Legal Department

**Ellen Whittemore**

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InTouch (United States)

1-866-204-9791 or  
**[info@getintouch.com](mailto:info@getintouch.com)**

InTouch (Macau)

+853.6262.5201  
**[integrity@getintouch.com](mailto:integrity@getintouch.com)**

## **2. RESPONSIBILITY TO OUR ORGANIZATION**

### **2.1 *Compliance with Laws, Rules and Regulations***

You are required to comply with the laws, rules and regulations that govern the conduct of our business. If you have questions about the applicability or meaning of a law, rule or regulation, or if you have any questions regarding whether particular conduct is proper, you should consult your supervisor, the Compliance Officer, or the Legal Department.

The Company operates in more than one country and interacts with many different cultures. What is appropriate in some parts of the world may be entirely inappropriate or even unlawful in others. You should always abide by the laws, rules and regulations of the country or state in which you are conducting business. You should also abide by generally accepted business practices of the countries in which you are conducting business, unless they conflict with any of the foregoing laws, rules and regulations, in which case you are to abide by the law. If there is a conflict between local laws and this Code or any other law

applicable to the conduct of the Company's business, you should consult with the Legal Department before taking any action.

## **2.2 *Promoting a Diverse and Productive Workforce***

The Company is an equal opportunity employer committed to complying with all local, state and federal fair employment practice laws. The Company believes in and supports equal opportunity in employment to all persons regardless of race, color, national origin, citizenship status, sex, pregnancy, marital status, gender identity or expression, sexual orientation or perceived sexual orientation, age, religion, veteran status, military status, disability, history of disability or perceived disability, genetic information or any other protected category. Any reported formal complaint of discrimination based on the above will be investigated appropriately, and harassment or discrimination will not be tolerated.

## **2.3 *Prevention of Harassment and Discrimination***

All employees are entitled to work in a safe environment where they are treated with dignity and respect. The Company does not tolerate offensive, demeaning, insulting or otherwise derogatory conduct, and is committed to a workplace that is free from sexual harassment and harassment based on other legally protected characteristics, or any other basis protected by federal, state or local law or ordinance or regulation. Such behavior is prohibited in any form, whether it occurs between coworkers, involves a supervisor, or happens with persons doing business with or for the Company, including guests and vendors.

Employees who violate this policy will be subject to disciplinary action, up to and including termination of employment. Disciplinary action can be taken in cases of inappropriate conduct, even if that conduct does not amount to a violation of the law.

Importantly, we all have a role in creating a positive, safe, respectful work environment. All employees must follow and help enforce the Company's harassment and discrimination related policies, and advise a supervisor, the Employee Relations Department, the Vice President of Human Resources, the Chief Compliance Officer, the General Counsel, the employee's particular divisional vice president, or the InTouch hotline if they believe those policies have been violated.

Please refer to the Company's Preventing Harassment and Discrimination Policy for additional information.

## **2.4 *Creating a Safe Workplace***

The Company will not tolerate violent behavior of any kind, whether actual or threatened, by or against any employee, guest or vendor, and is committed to

maintaining a workplace free from violence, threats of violence, harassment, intimidation or other disruptive behavior. Such behavior includes, but is not limited to, oral or written statements, stalking, bringing a weapon or other hazardous device to work or intimidating, harassing, or assaulting another person.

Individuals who commit such acts may be immediately removed from Company premises or referred to law enforcement and may be subject to disciplinary action up to and including termination of employment. Any employee who is subject to or witnesses workplace violence, whether from a Company employee or third party, should immediately report it to his or her supervisor, the Employee Relations Department, the Vice President of Human Resources, the General Counsel, the employee's particular divisional vice president, or the InTouch Hotline.

### ***2.5 An Alcohol and Drug-Free Workplace***

The personal possession, distribution, sale, manufacture or use of alcohol, marijuana, or illegal drugs in the workplace is strictly prohibited, as is reporting to work under the influence of alcohol, marijuana, or illegal drugs.

### ***2.6 Personal Relationships***

The Company believes in maintaining a professional work environment at all times and discourages romantic or intimate relationships between employees regardless of whether the relationship is voluntary and/or welcomed by both employees. Further, some romantic and intimate relationships are absolutely prohibited. Required reporting obligations with respect to such relationships and employee cohabitation are detailed in the Personal Relationships and Potential Conflicts of Interest Policy. Failure to abide by the Personal Relationships and Potential Conflicts of Interest Policy, including the failure to report a restricted relationship as required, may result in discipline, up to and including termination of employment.

## **3. CONFLICTS OF INTEREST**

Team Members are expected to make decisions that affect the Company based on the Company's best interests, independent of outside influences and their own personal self-interests. A conflict of interest occurs when competing loyalties could cause you to pursue a personal benefit for you, your friends, or your family at the expense of the Company's interests. Team Members should avoid conflicts of interest and circumstances that present the appearance of a conflict.

Part of your obligation to conduct the Company's business in an honest and ethical manner includes the disclosure and handling of actual, apparent and potential conflicts of interest. Many, but not all, actual, apparent or potential



conflicts of interest can be resolved or avoided if they are appropriately disclosed and approved.

Although we cannot list every conceivable conflict, what follows are some common examples of actual, apparent and potential conflicts of interest, and the individuals to whom you should make disclosures. You may not engage in any conduct that creates an actual or apparent conflict of interest, including those situations described below, unless you first disclose all of the relevant facts, and the Company determines to approve the situation in writing. If you are involved in a conflict situation that is not described below, you should discuss your particular situation with the Compliance Officer.

Special rules apply to conflict of interests involving officers and directors. Specifically, before engaging in any conduct that may involve such a conflict, officers and directors must make full disclosure of all facts and circumstances to the General Counsel, who will inform and seek the approval of the Audit Committee of the Board of Directors in accordance with the Company's Related Person Transaction Policies and Procedures.

### ***3.1 Improper Personal Benefits from the Company***

Conflicts of interest arise when a Team Member, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. You may not accept any benefits from the Company, including any Company loans or guarantees of your personal obligations, that have not been duly authorized and approved pursuant to Company policies and procedures. The Company will not make any personal loans to, nor guarantee the personal obligations of, officers and directors.

### ***3.2 Financial Interests in Other Businesses***

You may not own a significant interest in any company that competes with the Company. You may not own a significant interest in a company that does business with the Company (such as a Company tenant or supplier) without the prior written approval of the Compliance Officer. However, it is not typically considered a conflict of interest (and therefore, approval is not required) if the entity is a publicly traded company and you and your family members' only relationship with any such entity is to have an interest of less than 2% of the outstanding shares of the company.

### ***3.3 Business Arrangements with the Company***

You may not participate in a joint venture, partnership or other business arrangement with the Company unless it is in accordance with the Company's Related Person Transaction Policies and Procedures.



### **3.4 *Outside Employment or Activities with a Competitor***

Simultaneous employment with or engagement by or serving as a director of a competitor of the Company is prohibited, as is any activity that is intended to or that you should reasonably expect to advance a competitor's interests. You may not market products or services in competition with the Company's current or potential business activities. It is your responsibility to consult with the Compliance Officer to determine whether a planned activity will compete with any of the Company's business activities before you pursue the activity in question.

### **3.5 *Outside Employment with a Guest, Patron, Visitor, Tenant or Supplier***

You may not be employed or engaged by, serve as a director of or represent any supplier, joint venture partner or tenant of the Company. In addition, you may not accept money or benefits of any kind as compensation or payment for any advice or services that you may provide to a guest, patron, visitor, tenant or supplier or anyone else in connection with its business with the Company, other than gratuities or tips received in accordance with generally accepted business practices for the industry.

### **3.6 *Charitable, Government and Other Outside Activities***

The Company encourages all Team Members to participate in projects and causes that further the welfare of our local communities. However, Team Members must obtain the prior written approval of the Compliance Officer before serving as a director or trustee of any charitable, not-for-profit, for-profit, or other entity (excluding personal or family trusts), or before running for election or seeking appointment to any government-related position.

### **3.7 *Family Members Working in the Industry***

You may find yourself in a situation where your spouse, domestic partner or significant other, children, parents or in-laws, or someone else with whom you have a close familial relationship is a competitor, supplier, or tenant of the Company or is employed by one. Such situations are not prohibited, but they call for extra sensitivity to security, confidentiality and potential conflicts of interest.

There are several factors to consider in assessing such a situation including, among others, the relationship between the Company and the other company; the nature of your responsibilities to the Company and those of the other person; and the access each of you has to your respective organization's confidential information. Such a situation, however harmless it may appear to you, could arouse suspicions among your colleagues that might affect your working relationships.

To remove any such doubts or suspicions, you must disclose your specific situation to the Compliance Officer to assess the nature and extent of any concern and how it can be resolved.

### **3.8 Corporate Opportunities**

Team Members owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. If a Team Member learns of a business or investment opportunity through the use of corporate property or information or his or her position at or with the Company, such as from a competitor or actual or potential customer, supplier or business associate of the Company, he or she may not personally participate in the opportunity or make the investment without the prior written approval of the Compliance Officer. Officers and directors must obtain the prior approval of the Audit Committee of the Board of Directors. Such an opportunity should be considered a business or investment opportunity for the Company in the first instance. You may not use corporate property or information or your position at the Company for improper personal gain, and you may not compete with the Company.

## **4.0 ENTERTAINMENT, GIFTS AND GRATUITIES**

### **4.1 Receipt of Gifts and Entertainment**

Accepting gifts from any organization or individual doing business or seeking to do business with the Company is prohibited. All Team Members are prohibited from accepting gifts valued at more than \$250 (including below market purchases of goods and services). Gifts worth more than \$250 should be returned with the explanation that Company policy prohibits the acceptance of substantial gifts. Gifts considered customary, reasonable and valued at less than \$250 may be accepted. However, even nominal gifts should not be accepted if the potential for a conflict of interest or personal obligation exists. Additionally, Team Members should avoid a pattern of accepting frequent gifts from the same source. Special rules apply in the context of dealing with government officials and employees. See "Interacting with Government—Prohibition on Gifts to Government Officials and Employees" below.

Giving or receiving any payment or gift in the nature of a bribe or kickback is absolutely prohibited.

This policy does not prohibit tip category Team Members from accepting gratuities received during the performance of their regular job duties.

### **4.2 Offering Gifts and Entertainment**

When you are providing a gift, entertainment or other accommodation in connection with Company business, you must do so in a manner that is in good taste and without excessive expense. Except for complimentary goods and

services customarily provided to customers in the ordinary course of the Company's business, you may not furnish or offer to furnish any gift that is of more than token value or that goes beyond the common courtesies associated with accepted business practices. You should follow the above guidelines for receiving gifts in determining when it is appropriate to give gifts.

Our suppliers, vendors, and tenants likely have gift and entertainment policies of their own. You must be careful never to provide a gift or entertainment that you know violates the other company's gift and entertainment policy. Special rules apply in the context of dealing with government officials and employees. See "Interacting with Government—Prohibition on Gifts to Government Officials and Employees" below.

Giving or receiving any payment or gift in the nature of a bribe or kickback is absolutely prohibited.

## **5. PROTECTION AND PROPER USE OF COMPANY ASSETS AND INFORMATION**

We each have a duty to protect the Company's assets and promote their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. We should take measures to prevent damage to and theft or misuse of Company property. When you leave the Company, all Company property must be returned to the Company. Except as specifically authorized, Company assets, including Company time, equipment, materials, resources and non-public, confidential, proprietary and/or trade secret information, must be used for business purposes only. Incidental personal use of equipment such as telephones and office supplies is permitted.

### **5.1 *Computer, Internet, Intranet, and E-mail Use***

The Company provides access to computers, the internet, the Company's intranet, e-mail and other electronic communication and data storage devices, including any Company-provided mobile phones, tables, iPads and laptops ("Computer Systems") to assist individuals in performing their job duties. Team Members should not consider their use of the Computer Systems provided by the Company to be subject to personal privacy. All such use can and will be monitored and controlled by the Company. All Team Members authorized to use the Computer Systems must take care to safeguard all login and password information to protect the integrity of the Computer Systems. Additionally, Team Members must use the Computer Systems as intended and maintain the confidentiality of all non-public, confidential, proprietary and/or trade secret information.

## **5.2 Workplace Monitoring – Ensuring Safety and Security for All**

The Company conducts regular and routine video monitoring of its physical premises, including but not limited to all public, work and back of house areas. Video monitoring is utilized for numerous reasons, including but not limited to promoting guest service, identifying potential safety concerns, maintaining quality control standards, detecting acts of misconduct, and preventing acts of harassment and/or violence. The Company reserves the right to utilize other monitoring techniques as deemed necessary and appropriate for the protection of its guests, its Team Members and its property.

Team Members should have no expectation of privacy in any public, work or back of house areas on the Company's premises. In addition, the Company's provision of an office to a Team Member that may otherwise have restricted access does not transform the office into a private area. These offices are considered work areas and are also subject to video monitoring. Therefore, occupants of offices should have no expectation of privacy in such areas.

## **5.3 Protection of Intellectual Property**

The Company and its affiliates own multiple copyrights, trademarks, service marks, domain names and other forms of intellectual property ("Intellectual Property"). The Intellectual Property must not be used or reproduced without the consent of the Company and then only for authorized use in connection with the Company's business. Every effort must be undertaken to protect the Intellectual Property from illegal copying or misuse. If you have any questions regarding the use or protection of Intellectual Property, please contact the Legal Department.

## **5.4 Confidentiality**

Subject to Section 7.5, Team Members are expected to maintain the confidentiality of information entrusted to them, from whatever source, during the course of performing their responsibilities for the Company, unless disclosure is expressly authorized or legally required. This includes information about the Company and information about third parties such as current or prospective vendors, suppliers, tenants, business partners, customers or Team Members. You should use Company and third party non-public, confidential, proprietary and/or trade secret information only for legitimate business purposes, and limit the dissemination of the information, both inside and outside the Company, to those who have a need to know the information for legitimate business or law enforcement purposes.

Nothing in this Code is intended to prohibit you from filing a charge with or reporting possible violations of law or regulation to any federal, state or local governmental agency, legislative body, regulatory body, or self-regulatory organization (each an "Agency") or limit your ability to cooperate with any

governmental or regulatory investigation concerning facts or events that arise during the period of your relationship with the Company. If you are uncertain about whether information is confidential, you should treat it as such until you obtain further guidance.

The obligation to protect confidential information continues even after your relationship with the Company ends. If you have any questions regarding the use or protection of confidential information, please contact the Legal Department.

### **5.5 *Insider Trading***

You are prohibited by law from buying or selling securities of any company at a time when you are in possession of "material non-public information" about that company. This conduct is known as "insider trading." The prohibition on insider trading applies to Company securities and to securities of other companies, such as the Company's suppliers or tenants, if you learn material non-public information about those companies in the course of your duties for the Company. Communicating material non-public information about a company to someone who may buy or sell the company's securities - known as "tipping" - is also illegal. Federal and international law enforcement officials have sophisticated techniques for identifying insider trading and tipping and vigorously enforce these laws regardless of where the activity occurs or the amount involved.

Information is "material" if (a) there is a substantial likelihood that a reasonable investor would find the information "important" in determining whether to trade in a security; or (b) the information, if made public, likely would affect the market price of a company's securities.

Information is considered to be "non-public" unless it has been disclosed and broadly disseminated to the public by a company, which means that the information must be publicly disclosed by a company through appropriate channels (such as by means of a filing with the Securities and Exchange Commission, a press release or a widely disseminated statement from a senior officer), and adequate time (generally at least a full trading day) must have passed for the securities markets to digest the information.

Insider trading is a crime punishable by civil penalties of up to three times the profit gained or losses avoided on a transaction, criminal fines of up to \$5 million, and up to 20 years in prison. Companies may also face civil penalties, up to the greater of over \$1 million or three times the profit gained or losses avoided, for insider trading violations by their employees and other agents. "Tipping" can result in the same civil and criminal penalties that apply if an individual engages in insider trading directly, even if the individual does not receive any money or derive any benefit from trades made by others to whom the individual passed material non-public information.



## **5.6 Record Retention**

In the course of its business, the Company produces and receives large numbers of records. Numerous laws require the retention of certain Company records for various periods of time. The Company is committed to compliance with all applicable laws, rules and regulations relating to the preservation of records. The Company's policy is to identify, maintain, safeguard, sort and either destroy or retain all records in the Company's possession on a systematic and regular basis. Under no circumstances are Company records to be destroyed selectively or to be maintained outside Company premises or designated storage facilities, except in those instances where Company records may be temporarily brought home by Team Members working from home in accordance with approvals from their supervisors.

Subject to Section 7.5, if you learn of a subpoena or a pending or contemplated litigation or government investigation, you should immediately contact the Legal Department. You must retain and preserve ALL records that may be responsive to the subpoena or relevant to the litigation or that may pertain to the investigation until you are advised by the Legal Department as to how to proceed. You must also affirmatively preserve from destruction all relevant records that without intervention would automatically be destroyed or erased (such as e-mails and voicemail messages). Destruction of such records, even if inadvertent, could seriously harm the Company. If you have any questions regarding whether a particular record pertains to a pending or contemplated investigation or litigation or may be responsive to a subpoena, or regarding how to preserve particular types of records, you should preserve the records in question and contact the Legal Department.

## **5.7 Company Books and Records**

It is Company policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws, rules and regulations in all reports and documents that the Company files with, or submits to, the U.S. Securities and Exchange Commission and all other Agencies and in all other public communications made by the Company. You are required to abide by Company standards, policies and procedures designed to promote compliance with this policy.

You must complete all Company documents accurately, truthfully, and in a timely manner, including all travel and expense reports. When applicable, documents must be properly authorized. You must record the Company's financial activities in compliance with all applicable laws and accounting practices. The making of false or misleading entries, records or documentation is strictly prohibited. You must never create a false or misleading report or make a payment or establish an account on behalf of the Company with the understanding that any part of the

payment or account is to be used for a purpose other than as described by the supporting documents.

### **5.8 *Responding to Inquiries from the Press and Others***

Team Members who are not officially designated Company spokespersons may not speak with the media, the press, securities analysts, other members of the financial community, stockholders, groups or organizations or the public ("Third Parties") as a Company representative or about Company business unless specifically authorized to do so by the Chief Financial Officer or the Chief Marketing Officer. Covered Persons generally should refer requests for financial or other information about the Company from Third Parties to the investor relations department or the public relations department. Subject to Section 7.5, subpoenas or other legal requests for the Company to provide information to regulators or the government should be referred to the Legal Department.

## **6. INTERACTING WITH GOVERNMENT**

### **6.1 *Prohibition on Bribery of and Gifts to Government Officials and Employees***

It is our strict policy to compete fairly and on the basis of our superior service and to avoid corrupt practices including the payment of bribes or kickbacks. The Company's Anti-Corruption Policy, the U.S. Foreign Corrupt Practices Act (the "FCPA"), and the laws of many other countries prohibit the Company, Team Members or other third parties from giving or offering to give money or anything of value, directly or through an intermediary, to a foreign official, employees of a state-owned company, a foreign political party, a party official or a candidate for political office in order to attempt to influence official acts or decisions of that person or entity, to obtain or retain business, or to secure any improper advantage.

Laws restricting gifts, including meals, entertainment, transportation and lodging, that may be provided to government officials and government employees vary around the world. You are prohibited from providing gifts, meals, entertainment, transportation, lodging, cash or cash equivalents or anything of value, directly or indirectly, to government officials or employees or members of their families in connection with Company business without prior written approval from the Compliance Officer.

Please refer to the Company's Anti-Corruption Policy for more details regarding prohibited payments to foreign government officials.



## **6.2 Political Contributions and Activities**

The Company is committed to participating in the political process as a good corporate citizen in full compliance with applicable laws. Laws of certain jurisdictions prohibit the use of Company funds, assets, services, or facilities on behalf of a political party or candidate. Political contributions by the Company (including direct or indirect payments of corporate funds to any political party, candidate or campaign, contributions by political action committees funded by employee donations, contributions to social welfare and political organizations, and trade association dues) may be made only if permitted under applicable law and approved in writing and in advance by the Compliance Officer. All political contributions are to promote the business interests of the Company. Any questions regarding corporate political activities should be directed to the Compliance Officer.

An Affiliate of the Company was awarded a gaming license in the Commonwealth of Massachusetts in November 2014. Massachusetts law prohibits any individuals or entities licensed (or required to be licensed) by the Massachusetts Gaming Commission from making political contributions (cash or in kind), direct and indirect, to candidates for public office in Massachusetts, their committees or other political committees (other than a ballot question committee) above certain thresholds. The foregoing restriction does not apply to contributions made to the federal account of a political party committee or to any other federal political committees. Any proposed political contributions relating to Massachusetts candidates, parties or organizations must be cleared in advance by the General Counsel.

Your work time may be considered the equivalent of a contribution by the Company. Therefore, unless required by applicable law, you will not be paid by the Company for any time spent running for public office, serving as an elected official, or campaigning for a political candidate. Nor will the Company compensate or reimburse you, in any form, for a political contribution that you intend to make or have made.

If you speak out on public issues, including through postings on social media websites or any other communications, you should make clear that you are expressing your individual views. Employees should not indicate or do anything to suggest that they are speaking or acting on the Company's behalf.

## **7. IMPLEMENTATION OF THE CODE**

Ultimate responsibility to see that we as a Company comply with the many laws, rules, regulations and ethical standards affecting our business rests with each of us. You must become familiar with and conduct yourself strictly in compliance with those laws, rules, regulations and standards and the Company's policies and guidelines pertaining to them.

### **7.1 *Investigations of Suspected Violations***

All reported violations of the Code will be taken seriously and appropriately investigated. All reports will be treated confidentially to the extent reasonably possible. It is the Company's policy that no one will be subject to retaliation or adverse employment action because of a good faith report of suspected misconduct or for assisting in any investigation of suspected misconduct.

### **7.2 *Discipline for Violations***

The Company intends to use every reasonable effort to prevent the occurrence of conduct not in compliance with the Code and to halt any such conduct that may occur as soon as reasonably possible after its discovery. Subject to applicable law and agreements, Team Members who violate applicable laws, rules or regulations, this Code or other Company policies and procedures may be subject to disciplinary action, up to and including discharge.

### **7.3 *Waivers of the Code***

Any waiver of this Code for executive officers, directors, or members of the Board of Directors may be made only by the Board of Directors as a whole or the Audit Committee of the Board, and must be promptly disclosed to the extent required by law or regulation. Any waiver granted by the Audit Committee of the Board must be reported to the Board of Directors as a whole. Any waiver of the Code for any other Team Member must be obtained in writing from the Compliance Officer or the General Counsel. All such waivers shall be reported to the Corporate Compliance Committee.

### **7.4 *No Rights Created***

This Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of the Company's business. It is not intended to and does not create any rights in any Team Member, client, supplier, competitor, stockholder or any other person or entity.

### **7.5 *Permitted Disclosures***

Nothing in this Code or any other agreement between you and the Company or any other policies of the Company shall prohibit or restrict you or your attorneys from: (i) filing a charge or complaint with any Agency; (ii) initiating communications with, or responding to any inquiry from, any Agency regarding any good faith concerns about possible violations of law or regulation, including providing documents or other information, without notice to the Company; (iii) making any disclosure of relevant and necessary information or documents in any action, investigation, or proceeding as required by law or legal process,

including with respect to possible violations of laws, without notice to the Company; (iv) participating, cooperating, or testifying in any action, investigation, or proceeding with, or providing information to, any Agency, and/or pursuant to the Sarbanes-Oxley Act, including providing documents or other information, without notice to the Company; and/or (v) seeking, obtaining, or accepting any U.S. Securities and Exchange Commission awards. Pursuant to 18 U.S.C. § 1833(b), you will not be held criminally or civilly liable under any Federal or state trade secret law for the disclosure of a trade secret of the Company that (i) is made (A) in confidence to a Federal, state, or local government official, either directly or indirectly, or to your attorney and (B) solely for the purpose of reporting or investigating a suspected violation of law; or (ii) is made in a complaint or other document that is filed under seal in a lawsuit or other proceeding. If you file a lawsuit for retaliation by the Company for reporting a suspected violation of law, you may disclose the trade secret to your attorney and use the trade secret information in the court proceeding, if you file any document containing the trade secret under seal, and do not disclose the trade secret, except pursuant to court order. Nothing in this Code or any other agreement between the Company and you or any other policies of the Company is intended to conflict with 18 U.S.C. § 1833(b) or create liability for disclosures of trade secrets that are expressly allowed by such section.

Name: **Charles P. Truong**

Employee #: **100916**

Acknowledgement Date/Time: **May 29, 2019 at 05:20:01 PM**